

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Rockefeller Center  
1270 Avenue of the Americas, Suite 2210  
New York, New York 10020  
Tel: (212) 332-8840  
Fax: (212) 332-8855  
Pauline K. Morgan  
Ryan M. Bartley  
Travis G. Buchanan

*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

----- <b>In re:</b>	<b>X</b>	<b>Chapter 11</b>
	:	
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (RDD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	----- <b>X</b>	

**FOURTH MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED  
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD  
FROM JANUARY 1, 2019 THROUGH JANUARY 31, 2019**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: Conflicts Counsel for the Debtors

Date of Retention: November 13, 2018, *nunc pro tunc* to October 15, 2018

Period for which compensation and reimbursement is sought: January 1, 2019 through January 31, 2019

Monthly Fees Incurred: \$35,037.00

20% Holdback: \$7,007.40

Total Compensation Less 20% Holdback: \$28,029.60

Monthly Expenses Incurred: \$103.28<sup>2</sup>

Total Fees and Expenses Due: \$28,132.88

This is a: X monthly \_\_\_\_ interim \_\_\_\_ final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),<sup>3</sup> Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this fourth monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from January 1, 2019 through January 31, 2019 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$28,132.88 which is

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<sup>2</sup> As reflected on Exhibit D, Young Conaway has issued a credit for an erroneous legal research charge included in its monthly statement for December. Young Conaway advised the Debtors of this billing discrepancy before requesting payment for its December invoice and requested that the Debtors reduce the amount to be paid for the December invoice.

<sup>3</sup> Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

comprised of (i) \$28,029.60, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period, and (ii) reimbursement of \$103.28, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

**Services Rendered and Expenses Incurred**

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$675.46**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$295.00**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

**Notice and Objection Procedures**

5. Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); (iv) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors; and (v) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent (collectively, the "Notice Parties").

6. Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 14, 2019** (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

7. If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: February 27, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
1270 Avenue of the Americas, Suite 2201  
New York, New York 10020  
Tel: (212) 332-8840  
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Pauline K. Morgan  
Ryan M. Bartley  
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*Counsel for the Debtors, Acting at the  
Direction of the Restructuring Sub-Committee*

**Exhibit A**

**Compensation by Professional**

**SUMMARY OF MONTHLY FEE STATEMENT OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR  
SERVICES RENDERED FOR THE PERIOD  
FROM JANUARY 1, 2019 THROUGH JANUARY 31, 2019**

Name of Partners and Counsel	Title	Department	Years in Practice	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Rolin Bissell	Partner	Corporate	33	975.00	.50	487.50
James P. Hughes	Partner	Business Planning	26	975.00	.40	390.00
Craig D. Gear	Partner	Business Planning	22	975.00	5.50	5,362.50
Pauline K. Morgan	Partner	Bankruptcy	31	975.00	8.80	8,580.00
Ryan M. Bartley	Partner	Bankruptcy	11	625.00	22.70	14,187.50
<b>Total Partners and Counsel:</b>					<b>37.90</b>	<b>29,007.50</b>

Name of Associate	Title	Department	Years in Practice	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Travis Buchanan	Associate	Bankruptcy	7	530.00	1.80	954.00
James Deal	Associate	Corporate	3	385.00	5.40	2,079.00
Jared W. Kochenash	Associate	Bankruptcy	<1	325.00	4.50	1,462.50
<b>Total Associates/Law Clerks:</b>					<b>11.70</b>	<b>4,495.50</b>

Name of Paralegals and Other Non-Legal Staff	Title	Department	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Brenda Walters	Paralegal	Bankruptcy	295.00	4.90	1,445.50
Debbie Laskin	Paralegal	Bankruptcy	295.00	.30	88.50
<b>Total Paralegals:</b>				<b>5.20</b>	<b>1,533.50</b>

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	765.37	37.90	29,007.50
Associates/Law Clerks	384.23	11.70	4,495.50
Paralegals/Non-Legal Staff	295.00	5.20	1,533.00
Blended Attorney Rate	675.46		
<b>Total Fees Incurred:</b>		<b>54.80</b>	<b>35,037.00</b>

**Exhibit B**

**Compensation by Task Code**

**AGGREGATE TIME SUMMARY BY TASK CODE  
FOR THE PERIOD DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Project Category	Total Hours	Total Fees (\$)
Case Administration (B001)	2.0	590.00
Court Hearings (B002)	.80	302.00
Cash Collateral/DIP Financing (B003)	.50	487.50
Use, Sale or Lease of Property (B006)	12.40	9,675.00
Claims Analysis, Objections and Resolutions (B007)	20.10	11,585.00
Meetings (B008)	1.50	1,147.50
General Corporate Matters (B014)	7.60	7,130.00
Retention of Professionals/Fee Issues (B017)	6.60	2,674.50
Fee Application Preparation (B018)	3.30	1,445.50
<b>TOTAL</b>	<b>54.80</b>	<b>35,037.00</b>

**Exhibit C**

**Expense Summary**

**AGGREGATE ITEMIZED DISBURSEMENTS  
FOR THE PERIOD JANUARY 1, 2019 THROUGH JANUARY 31, 2019**

Expenses Category	Total Expenses (\$)
Docket Retrieval / Search	27.30
Reproduction Charges	70.60
Teleconference / Video Conference	5.38
<b>TOTAL</b>	<b>103.28</b>

**Exhibit D**

**Time Detail**

RODNEY SQUARE  
1000 NORTH KING STREET  
WILMINGTON, DELAWARE 19801

P.O. BOX 391  
WILMINGTON, DELAWARE 19899-0391  
(302) 571-6600  
(800) 253-2234 (DE ONLY)

TAX I.D. NO. 51-0082644

(302) 571-1253 FAX  
[www.ybst.com](http://www.ybst.com)

Writer's Direct Dial  
(302) 571-6707

Writer's E-Mail  
[pmorgan@ycst.com](mailto:pmorgan@ycst.com)

Sears Holdings Corporation  
333 Beverly Rd  
c/o Alan Carr, Director  
Hoffman Estates, IL 60178

Invoice Date: February 12, 2019  
Invoice Number: 50002937  
Matter Number: 072902.1003

Re: Debtor Representation

**CURRENT INVOICE**

Professional Services	\$	35,037.00
Disbursements for this Invoice	\$	<u>103.28</u>
Total Due This Invoice	\$	35,140.28
Disbursement Credit for December Invoice	\$	(342.37)

**Time Detail**

<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Task</b>	<b>Hours</b>	<b>Amount</b>
01/10/19	BWALT	Calendar critical dates	B001	0.20	59.00
01/28/19	BWALT	Update docket	B001	1.30	383.50
01/31/19	BWALT	Update docket	B001	0.50	147.50
01/07/19	DLASK	Make arrangements for R. Bartley to appear telephonically at hearing	B002	0.30	88.50
01/07/19	RBART	Correspondence with D. Laskin re: participating in Jan. 8 status conference	B002	0.20	125.00
01/16/19	BWALT	Emails with R. Bartley (.1); register R. Bartley for telephonic appearance for January 18 hearing (.2)	B002	0.30	88.50
01/02/19	PMORG	Correspondence to T. Lii re: weekly carve-out reporting	B003	0.10	97.50
01/09/19	PMORG	Emails with Paul, Weiss team re: weekly carve-out reporting	B003	0.10	97.50
01/16/19	PMORG	Prepare Correspondence to Paul, Weiss re: weekly carve-out reporting	B003	0.10	97.50
01/23/19	PMORG	Emails with Paul, Weiss re: weekly carve-out reporting; Emails with YCST team re: same	B003	0.10	97.50
01/29/19	PMORG	Emails with Paul, Weiss team re: weekly carve-out reporting	B003	0.10	97.50
01/02/19	PMORG	Call with R. Bartley re: bids (.10); Review bid overview materials and summary of ESL bid (.70)	B006	0.80	780.00
01/04/19	PMORG	Call with K. Cornish re: bid analysis, next steps; Call with R. Bartley re: same	B006	0.20	195.00
01/08/19	RBART	Discussion with J. Kochenash re: to provide update on status of bidding and sale process	B006	0.30	187.50
01/09/19	PMORG	Review status of sale effort; Emails with R. Bartley re: same	B006	0.10	97.50
01/10/19	PMORG	Emails with R. Bartley re: sale update; Review summary of ESL revised bid	B006	0.40	390.00
01/10/19	RBART	Participate in calls with RSC and advisors re: status of bidding and discussions with ESL	B006	1.20	750.00
01/10/19	RBART	Draft and revise memo to file re: status of RSC process and bidding	B006	0.70	437.50

Sears Holdings Corporation

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Invoice Date:

February 12, 2019

Invoice Number:

50002937

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
01/17/19	PMORG	Review UCC standing motion re: potential claims against ESL	B006	0.60	585.00
01/18/19	PMORG	Call with R. Bartley re: UCC motion for standing (.10); Review same (.60)	B006	0.70	682.50
01/18/19	RBART	Review UCC standing papers (0.6); call with P. Morgan re: UCC request (.1)	B006	0.70	437.50
01/19/19	PMORG	Review of UCC standing motion	B006	0.60	585.00
01/23/19	PMORG	Review UCC standing motion to pursue claims against ESL and related entities	B006	0.40	390.00
01/27/19	RBART	Brief review of PBGC sale objection	B006	0.30	187.50
01/28/19	PMORG	Review UCC sale objection	B006	0.80	780.00
01/28/19	RBART	Review UCC's sale objection and related exhibits	B006	3.60	2,250.00
01/29/19	PMORG	Continued review of UCC sale objection and emails with R. Bartley re: same	B006	0.90	877.50
01/31/19	RBART	Call with T. Lii re: status of sale litigation	B006	0.10	62.50
01/03/19	JDEAL	Draft email to R. Bartley re: work plan review	B007	0.20	77.00
01/03/19	JDEAL	Draft work plan review	B007	1.40	539.00
01/03/19	RBART	Correspondence with J. Deal re: review of related party transactions	B007	0.10	62.50
01/03/19	RBART	Brief review of memo from J. Deal re: outcome of document review	B007	0.20	125.00
01/04/19	JDEAL	Draft email to R. Bartley re: work plan review	B007	0.10	38.50
01/04/19	RBART	Discuss update re: bidding process with P. Morgan	B007	0.10	62.50
01/04/19	RBART	Review and revise analysis of transaction (.6) and correspondence with J. Deal re: same (.1)	B007	0.60	375.00
01/07/19	RBART	Revise and update memo to file re: review of exchange transactions	B007	1.90	1,187.50
01/08/19	RBART	Update memo re: review of transactions	B007	0.50	312.50
01/08/19	RBISS	Email and conference with P. Morgan re status of EL bid	B007	0.10	97.50

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
01/09/19	RBART	Correspondence and call with T. Lii re: status of ESL bids and release issues (.2) and follow up correspondence to P. Morgan re: same, including review of notes (.3)	B007	0.50	312.50
01/10/19	PMORG	Review memo from R. Bartley re: requested release of claims in ESL bid	B007	0.20	195.00
01/16/19	JDEAL	Phone call with R. Bartley re: work plan	B007	0.10	38.50
01/16/19	JDEAL	Review, comment on and revise memo re: RSC process in connection with settlement approval motion	B007	3.50	1,347.50
01/16/19	RBART	Call with J. Deal (0.10); Review outcome of auction (.2); Call with T. Lii re: preparation of supporting materials for claims settlement with ESL (.1); review files and prepare outline of same (1.6); call with J. Deal re: same (.1)	B007	2.00	1,250.00
01/16/19	RBART	Draft memo re: work plan (.8); correspondence with YCST team re: analysis (.2)	B007	1.00	625.00
01/16/19	TBUCH	Review YCST work plan re: claims analysis	B007	0.40	212.00
01/17/19	JDEAL	Review email from R. Bartley re: work plan	B007	0.10	38.50
01/17/19	PMORG	Review and Revise insert to brief re: investigation of claims process; Emails with R. Bartley re: same	B007	0.30	292.50
01/17/19	RBART	Finalize memo re: RSC work plan and insert to brief (1.2); call with T. Lii re: brief (.1); confer with YCST team re: revisions to brief and memo (.3)	B007	1.60	1,000.00
01/17/19	RBART	Call with T. Lii re: UCC standing motion and review follow up correspondence	B007	0.20	125.00
01/17/19	RBISS	Review and comment on insert to brief re review of transactions and email to R. Bartley re same	B007	0.30	292.50
01/17/19	TBUCH	Review YCST work plan re: claims analysis	B007	0.30	159.00
01/18/19	RBISS	Email with R. Bartley re insert to brief re review of transactions	B007	0.10	97.50
01/20/19	RBART	Review committee standing motion and complaint	B007	0.60	375.00
01/21/19	RBART	Continue and finalize review of Committee standing motion and complaint	B007	3.10	1,937.50

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Invoice Date:

February 12, 2019

Invoice Number:

50002937

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072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
01/22/19	RBART	Call with T. Lii re: preparing papers in support of ESL bid/release (.1) review materials and correspondence to T. Lii re: same (.4)	B007	0.50	312.50
01/23/19	PMORG	Call with R. Bartley re: UCC motion and upcoming hearing	B007	0.10	97.50
01/02/19	PMORG	Participate in weekly update call with Restructuring Subcommittee and advisors	B008	0.50	487.50
01/02/19	RBART	Participate in RSC update call	B008	0.50	312.50
01/03/19	PMORG	Review update from R. Bartley re: RSC call and analysis of bids/proposed releases	B008	0.10	97.50
01/03/19	RBART	Participate in RSC call and follow up to P. Morgan re: status of discussions re: ESL bid	B008	0.40	250.00
01/28/19	JHUGH	Memo from P. Morgan re: LLC agreement	B014	0.10	97.50
01/28/19	PMORG	Emails from/to J. Marcus at Weil re: DE corporate governance issues; Emails with C. Greal re: same	B014	0.20	195.00
01/28/19	RBART	Correspondence with P. Morgan re governance question and review underlying organizational docs	B014	0.50	312.50
01/29/19	CGREA	Revise manager consent and agreement and consent per Weil comments	B014	0.20	195.00
01/29/19	CGREA	Draft and revise agreement and consent re: replacement of bankrupt member	B014	0.80	780.00
01/29/19	CGREA	Multiple emails with J. Marcus re: bankrupt member replacement issues	B014	0.30	292.50
01/29/19	CGREA	Preliminary review and analysis of KCD IP LLC agreement	B014	0.10	97.50
01/29/19	CGREA	Research re: replacement of bankrupt member and 'personal representative' case law under Delaware LLC Act	B014	1.20	1,170.00
01/29/19	CGREA	Detailed email summary of member replacement issues to J. Marcus	B014	0.80	780.00
01/29/19	CGREA	Draft and revise manager consent of personal Representative re: member replacement	B014	0.90	877.50
01/29/19	CGREA	Telephone conference with J. Marcus and P. Morgan re: member replacement issues	B014	0.20	195.00
01/29/19	CGREA	Follow up conference with P. Morgan re: LLC member issues	B014	0.10	97.50
01/29/19	CGREA	Review and analyze KCD IP LLC agreement re: effect of member bankruptcy	B014	0.80	780.00

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Invoice Date:

February 12, 2019

Invoice Number:

50002937

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
01/29/19	JHUGH	Emails with P. Morgan; review LLC agreement; conference with C. Grear re: analysis of LLC agreement	B014	0.30	292.50
01/29/19	PMORG	Emails with Weil team and C. Grear re: corporate governance issues (.1); conference call with J. Marcus and C. Grear re: same (.2); follow-up discussion with C. Grear re: same (.1); Review memos from C. Grear re: same (.2)	B014	0.60	585.00
01/29/19	RBART	Confer with YCST team re: KCD organizational document question	B014	0.30	187.50
01/30/19	CGREA	Review and analyze executed member appointment documents and emails re: same with C. Valentino and J. Marcus	B014	0.10	97.50
01/30/19	PMORG	Emails with J. Marcus, C. Grear re: corporate governance issues	B014	0.10	97.50
01/08/19	JKOCH	Discuss case status and supplemental declaration with R. Bartley	B017	0.40	130.00
01/09/19	JKOCH	Draft second supplemental disclosure	B017	2.50	812.50
01/09/19	JKOCH	Revise second supplemental disclosure and discuss same with R. Bartley	B017	0.40	130.00
01/09/19	RBART	Review supplemental retention application and respond to J. Kochenash with questions	B017	0.10	62.50
01/09/19	TBUCH	Review second supplemental Morgan declaration	B017	0.40	212.00
01/15/19	TBUCH	Review parties in interest re: supplemental disclosures	B017	0.30	159.00
01/16/19	BWALT	Email to D. Willis, P. Morgan and R. Bartley re: second fee statement	B017	0.20	59.00
01/16/19	RBART	Correspondence with P. Morgan re: supplemental declaration re: additional disclosure and rate adjustment	B017	0.10	62.50
01/22/19	JKOCH	Prepare second supplemental declaration	B017	0.80	260.00
01/22/19	PMORG	Review and revise supplemental declaration in support of YCST retention	B017	0.20	195.00
01/22/19	RBART	Discussions and correspondence with J. Kochenash re: Sears supplemental disclosure	B017	0.30	187.50
01/23/19	JKOCH	Prepare second supplemental disclosure (.3) and email same to co-counsel (.1)	B017	0.40	130.00
01/23/19	RBART	Call with J. Kochenash re: suppl. declaration	B017	0.10	62.50

Sears Holdings Corporation

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Invoice Date:

February 12, 2019

Invoice Number:

50002937

Matter Number:

072902.1003

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
01/23/19	TBUCH	Review second supplemental Morgan declaration	B017	0.20	106.00
01/24/19	TBUCH	Review parties in interest re: supplemental disclosures	B017	0.20	106.00
01/16/19	PMORG	Review December fee exhibit to ensure protection of privilege and compliance with local rules	B018	0.40	390.00
01/30/19	BWALT	Prepare YCST third monthly fee statement and coordinate filing and service with Paul Weiss	B018	2.30	678.50
01/30/19	PMORG	Review/finalize December fee statement for filing; emails with R. Bartley re: same	B018	0.10	97.50
01/30/19	RBART	Review fee application for privilege and confidentiality and approve filing same	B018	0.40	250.00
01/31/19	BWALT	Email from/to R Bartley re: status of YCST third monthly fee statement	B018	0.10	29.50
<b>Total</b>				<b>54.80</b>	<b>\$35,037.00</b>

**Timekeeper Summary**

<b>Initials</b>	<b>Name</b>	<b>Timekeeper Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
BWALT	Brenda Walters	Paralegal	4.90	295.00	1,445.50
CGREA	Craig D. Gear	Partner	5.50	975.00	5,362.50
DLASK	Debbie Laskin	Paralegal	0.30	295.00	88.50
JDEAL	James M. Deal	Associate	5.40	385.00	2,079.00
JHUGH	James P. Hughes	Partner	0.40	975.00	390.00
JKOCH	Jared W. Kochenash	Associate	4.50	325.00	1,462.50
PMORG	Pauline K. Morgan	Partner	8.80	975.00	8,580.00
RBISS	Rolin Bissell	Partner	0.50	975.00	487.50
RBART	Ryan M. Bartley	Partner	22.70	625.00	14,187.50
TBUCH	Travis G. Buchanan	Associate	1.80	530.00	954.00
<b>Total</b>			<b>54.80</b>		<b>\$35,037.00</b>

**Task Summary****Task Code:B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brenda Walters	Paralegal	2.00	295.00	590.00
<b>Total</b>		<b>2.00</b>		<b>590.00</b>

**Task Code:B002****Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan M. Bartley	Partner	0.20	625.00	125.00
Brenda Walters	Paralegal	0.30	295.00	88.50
Debbie Laskin	Paralegal	0.30	295.00	88.50
<b>Total</b>		<b>0.80</b>		<b>302.00</b>

**Task Code:B003****Cash Collateral/DIP Financing**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.50	975.00	487.50
<b>Total</b>		<b>0.50</b>		<b>487.50</b>

**Task Code:B006****Use, Sale or Lease of Property (363 issues)**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	5.50	975.00	5,362.50
Ryan M. Bartley	Partner	6.90	625.00	4,312.50
<b>Total</b>		<b>12.40</b>		<b>9,675.00</b>

**Task Code:B007****Claims Analysis, Objections and Resolutions**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.60	975.00	585.00
Rolin Bissell	Partner	0.50	975.00	487.50
Ryan M. Bartley	Partner	12.90	625.00	8,062.50
James M. Deal	Associate	5.40	385.00	2,079.00
Travis G. Buchanan	Associate	0.70	530.00	371.00
<b>Total</b>		<b>20.10</b>		<b>11,585.00</b>

**Task Code:B008****Meetings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.60	975.00	585.00
Ryan M. Bartley	Partner	0.90	625.00	562.50
<b>Total</b>		<b>1.50</b>		<b>1,147.50</b>

**Task Code:B014****General Corporate Matters**

<b>Name</b>	<b>Timekeeper Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Craig D. Grear	Partner	5.50	975.00	5,362.50
James P. Hughes	Partner	0.40	975.00	390.00
Pauline K. Morgan	Partner	0.90	975.00	877.50
Ryan M. Bartley	Partner	0.80	625.00	500.00
<b>Total</b>		<b>7.60</b>		<b>7,130.00</b>

**Task Code:B017****Retention of Professionals/Fee Issues**

<b>Name</b>	<b>Timekeeper Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Pauline K. Morgan	Partner	0.20	975.00	195.00
Ryan M. Bartley	Partner	0.60	625.00	375.00
Jared W. Kochenash	Associate	4.50	325.00	1,462.50
Travis G. Buchanan	Associate	1.10	530.00	583.00
Brenda Walters	Paralegal	0.20	295.00	59.00
<b>Total</b>		<b>6.60</b>		<b>2,674.50</b>

**Task Code:B018****Fee Application Preparation**

<b>Name</b>	<b>Timekeeper Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Pauline K. Morgan	Partner	0.50	975.00	487.50
Ryan M. Bartley	Partner	0.40	625.00	250.00
Brenda Walters	Paralegal	2.40	295.00	708.00
<b>Total</b>		<b>3.30</b>		<b>1,445.50</b>

**Cost Detail**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Quantity</u></b>	<b><u>Amount</u></b>
11/07/18	Docket Retrieval / Search	33.00	3.30
11/12/18	Docket Retrieval / Search	230.00	23.00
12/04/18	Teleconference / Video Conference	1.00	2.03
12/06/18	Computerized Legal Research	4.00	(342.37)
12/07/18	Teleconference / Video Conference	1.00	3.35
12/18/18	Docket Retrieval / Search	10.00	1.00
01/07/19	Reproduction Charges	76.00	7.60
01/09/19	Reproduction Charges	5.00	0.50
01/10/19	Reproduction Charges	9.00	0.90
01/15/19	Reproduction Charges	15.00	1.50
01/17/19	Reproduction Charges	377.00	37.70
01/18/19	Reproduction Charges	145.00	14.50
01/30/19	Reproduction Charges	79.00	7.90
		<b>Total</b>	<b>(239.09)</b>

**Cost Summary**

<u>Description</u>	<u>Amount</u>
Computerized Legal Research	(342.37)
Docket Retrieval / Search	27.30
Reproduction Charges	70.60
Teleconference / Video Conference	5.38
	<b>Total</b>
	<b>(239.09)</b>